

RECORDATION NO. 25752-A FILED

AUG 03 '05

1-50 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

August 3, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement and Collateral Assignment, dated as of July 1, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, OH 43537

Assignee: First Merit Bank, N.A.  
106 South Main Street  
Akron, OH 44308

A description of the railroad equipment covered by the enclosed document is:

11 railcars AEX 1020 – AEX 4181

Mr. Vernon A. Williams  
August 3, 2005  
Page Two

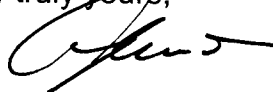
A short summary of the document to appear in the index follows:

Memorandum of Security Agreement and Collateral Assignment

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM OF SECURITY AGREEMENT AND COLLATERAL ASSIGNMENT**

This MEMORANDUM OF SECURITY AGREEMENT AND COLLATERAL ASSIGNMENT ("Agreement") is made entered into as of July 1, 2005, by and between The Andersons, Inc. ("Borrower") and FirstMerit Bank, N.A. ("Lender").

WHEREAS, The Andersons, Inc., as Lessor, and CF Industries, Inc., as Lessee, have heretofore entered into that certain Full Service Lease Agreement, Lease #199701-CFI dated February 1, 1997 and Full Service Lease Agreement Rider Deal #R00620 dated October 1, 2004 (collectively, the "Lease") pertaining to the rail cars described in Exhibit A-1 attached hereto ("Equipment"). Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 simultaneously with this Agreement and assigned recordation number \_\_\_\_\_.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Borrower hereby grants Lender a security interest in the Equipment and the Lease, any rental payments due under the Lease, the proceeds of any of the foregoing and of certain insurance on Equipment; and Lender acknowledges this security interest.

This Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Agreement.

IN WITNESS WHEREOF, the parties have executed or caused this Agreement to be executed as of the day and year first written above.

[Signature Pages To Follow]

RECORDATION NO. 25752-A FILED

AUG 03 '05

1-50 PM

SURFACE TRANSPORTATION BOARD

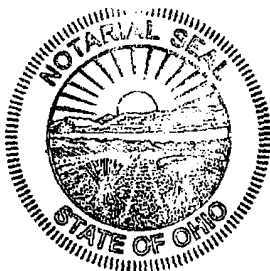
BORROWER: THE ANDERSONS, INC.

By: Gary Smith  
Gary Smith  
Title: Vice President, Finance and Treasurer

STATE OF OHIO                    )  
COUNTY OF LUCAS            ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Gary Smith, the Vice President Finance, and Treasurer of The Andersons, Inc., an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 15<sup>th</sup> day of July, 2005.



Judy A. Baldwin  
Notary Public  
My Commission Expires: 2/01/2010

JUDY A. BALDWIN  
Notary Public, State of Ohio  
Commission Expires 2/01/2010

LENDER: FIRSTMERIT BANK, N.A..

By: 

Name: Andrew Yesso

Title: Vice President

STATE OF Ohio

COUNTY OF Summit

) ss:  
)

Before me, a Notary Public, in and for said county and state, personally appeared Andrew Yesso, a Vice President of FirstMerit Bank, N.A., an National Banking Association, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Akron, Ohio this 1<sup>st</sup> day of July, 2005.



Notary Public

My Commission Expires: \_\_\_\_\_

Pamela J. Cooksey, Notary  
State of Ohio  
My Commission Expires: 05/18/09

**EXHIBIT "A-1"** to a Security Agreement and Collateral Assignment and a Memorandum of Security Agreement and Collateral Assignment both dated July 1, 2005, between The Andersons, Inc. and FirstMerit Bank, NA.

Reference Full Service Lease Agreement Lease #199701-CFI dated February 1, 1997 and Rider Deal #R00620 dated October 1, 2004 (the "Lease") between The Andersons, Inc. and CF Industries, Inc.

**Equipment Listing:**

**Eleven (11) Covered Hopper Cars**

**Numbers:**

AEX001020  
AEX001022  
AEX004116  
AEX004119  
AEX004120  
AEX004125  
AEX004137  
AEX004138  
AEX004143  
AEX004149  
AEX004181

**The Andersons, Inc.**  
**(Borrower)**

**FirstMerit Bank, N. A.**  
**(Lender)**

by: \_\_\_\_\_  
**Gary Smith**  
**Vice President Finance & Treasurer**

by: \_\_\_\_\_  
its: \_\_\_\_\_

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/3/05



\_\_\_\_\_  
Robert W. Alvord